

# EXHIBIT 3

FIRST AMENDMENT TO  
PHYSICIAN EMPLOYMENT AGREEMENT

THIS FIRST AMENDMENT entered into as of this the 1st day of November 2013 (the "Execution Date"), to be effective as of January 1, 2014 (the "First Amendment Effective Date"), by and between Steward Medical Group, Inc. ("SMG"), an affiliate of Steward Health Care System LLC ("Steward Health Care" or "Steward"), a Delaware limited liability company, and Arvind K. Agnihotri, M.D., an individual physician (the "Physician").

WHEREAS, Steward Medical Group, Inc. ("SMG") and Physician entered into a Physician Employment Agreement with an Effective Date of August 31, 2012 (the "Agreement"); and

WHEREAS, SMG and Physician mutually desire to amend the Agreement as set forth below.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency whereof is hereby acknowledged, the parties agree as follows:

1. Exhibit A, Number 9 is hereby amended by deleting the Section in its entirety and inserting the following Section in its place and stead:

Incentive Compensation: Beginning January 1, 2014, Physician shall be entitled to receive Incentive Compensation of up to \$800,000 per year, during the remainder of the Initial Term, as described in Exhibit B.

2. Exhibit B is hereby deleted in its entirety and a new Exhibit B (Incentive Compensation) attached hereto as Attachment 1, is hereby added to the Agreement in its place and stead.

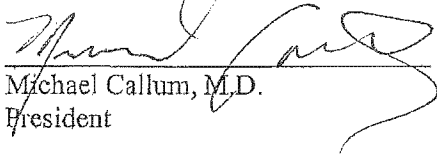
The remainder of the Agreement is hereby amended so as to give full force and effect to the foregoing. In all other respects not inconsistent herewith, the Agreement remains unchanged and in full force and effect.

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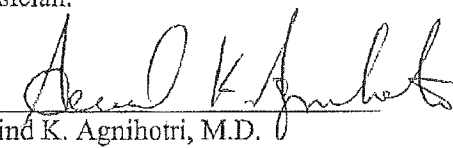
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IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first above written.

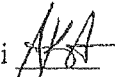
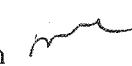
Steward Medical Group, Inc.

  
Michael Callum, M.D.  
President

Physician:

  
Arvind K. Agnihotri, M.D.

Clarification: The term of this agreement is 5 years. The last year will be January 1st 2017 through December 31, 2017. The fifth payment will be made in the first 90 days of 2018.

Initial: Arvind Agnihotri  Michael Callum 

## Attachment 1

Exhibit BIncentive Compensation

Beginning on January 1, 2014, Physician shall be entitled to receive Incentive Compensation of up to \$800,000 per year during the Initial Term. Physician shall receive as Incentive Compensation the amount listed below which corresponds to the number of surgical cardiovascular cases performed by the Division of Cardiac Surgery during each year of the Initial Term of the Agreement. For purposes of calculating Incentive Compensation, a "Surgical Cardiovascular Case" shall mean any surgical cardiac procedure performed by the Division of Cardiac Surgery involving the use of an operating room. Surgical Cardiovascular Cases shall be measured each year from January 1 to December 31. SMG shall make payments to the Physician in the applicable amount set forth below within 90 days after the end of the applicable year.

Surgical Cardiovascular Cases	Incentive Compensation
400	\$250,000
401	\$252,000
402	\$254,000
403	\$256,000
404	\$258,000
405	\$260,000
406	\$262,000
407	\$264,000
408	\$266,000
409	\$268,000
410	\$270,000
411	\$272,000
412	\$274,000
413	\$276,000
414	\$278,000
415	\$280,000
416	\$282,000
417	\$284,000
418	\$286,000
419	\$288,000
420	\$290,000
421	\$292,000
422	\$294,000
423	\$296,000

424	\$298,000
425	\$300,000
426	\$302,000
427	\$304,000
428	\$306,000
429	\$308,000
430	\$310,000
431	\$312,000
432	\$314,000
433	\$316,000
434	\$318,000
435	\$320,000
436	\$322,000
437	\$324,000
438	\$326,000
439	\$328,000
440	\$330,000
441	\$332,000
442	\$334,000
443	\$336,000
444	\$338,000
445	\$340,000
446	\$342,000
447	\$344,000
448	\$346,000
449	\$348,000
450	\$350,000
451	\$352,000
452	\$354,000
453	\$356,000
454	\$358,000
455	\$360,000
456	\$362,000
457	\$364,000
458	\$366,000
459	\$368,000
460	\$370,000
461	\$372,000
462	\$374,000
463	\$376,000
464	\$378,000

465	\$380,000
466	\$382,000
467	\$384,000
468	\$386,000
469	\$388,000
470	\$390,000
471	\$392,000
472	\$394,000
473	\$396,000
474	\$398,000
475	\$400,000
476	\$402,000
477	\$404,000
478	\$406,000
479	\$408,000
480	\$410,000
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483	\$416,000
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515	\$472,500
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